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TORONTO HUMANE SOCIETY ORGANIZATIONAL REVIEW

Board of Directors
Senior Management
Animal Control Contract

Prepared for the Interim Management Committee

Management Services Department
City of Toronto
April 1984

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INTRODUCTION

The purposes of the study as defined at its outset were as follows:

- to lay the basis for a successful Board and senior management structure;
- to clarify the relationship and expectations between the City of Toronto and the Toronto Humane Society and thereby promote effective animal control services.

The study was conducted in the context of a continuing relationship between the City of Toronto and the THS as its agent for animal control.

Following an intitial phase of data gathering, analysis and review of its implications, it was decided to focus attention on the policy level of the THS and the integrating mechanisms between the City of Toronto and the THS. The reasoning was that improvements had to be made at the more senior levels of the THS in order to sustain operational level improvements. The main feature of the report are recommendations to improve THS operations in the following areas:

- delineation of the role of the Board and the Executive Committee as they relate to THS operations;
- design of a senior management structure and delineation of responsibilities;
- establishment of an explicit formal contract for animal control and an Animal Control Committee;
- effectiveness measures built into THS accountabilities to the City.
- implementation of a THS planning cycle;
- revitalization of Board committees;
- Board membership criteria and selection process;
- improved record keeping, Minutes of the Board of Directors, By-law documentation and file systems.

Initially, it was anticipated that a further organizational review to examine operations below policy level could follow immediately after this report. However, the present report and the implementation of its recommendations will be a major undertaking for both the THS and the City. Considerable energy and commitment will be needed by the THS in order to accomplish these recommendations, particularly by the Board of Directors. In pursuing these recommendations, the Board will take on a role more appropriate to its responsibilities.

Writing the terms of the contract means the City will develop among other matters, a detailed cost accounting of the THS services now provided under animal control. In addition, the service expectations and cost implications of new animal control By-laws now being considered by the City must be set and included in the contract. These are steps necessary to set a fair funding level for the THS. Given the resources and time needed to implement the present report, it is recommended that further study of the THS to examine implementation of this report be completed two years following its approval.

1. ROLE AND FUNCTIONING OF THE BOARD OF DIRECTORS

What We Did

In examining the Board of Directors we undertook the following activities:

- reviewed record keeping files;
- reviewed 2.5 years of Board of Directors Minutes;
- reviewed 9 months of Executive Officers Minutes;
- reviewed 2 years of Annual General Meeting Minutes;
- submitted Minutes material to the Executive City Secretary for review;
- reviewed THS Constitution & By-laws;
- submitted THS Constitution & By-laws to City Solicitor for review;
- held discussions with Management Consultants who specialize in working with volunteer organizations;
- conducted interviews with representatives from the Board Directors, THS staff, City officials and others;
- analyzed questionnaire responses from 16 Board Directors;
- reviewed relevant literature;
- reviewed other appropriate documentation;
- reviewed record keeping/Minute formats of Sesquicentennial Board, another independent corporation related closely to the City.

1.1 Record Keeping - Minutes

What We Found

- There was no centralized file system for keeping records. What was there was incomplete and in a state of disarray.
- Agenda related documentation was missing, disordered, and not indexed (especially before June, 1983).

- Minutes were sketchy, making it impossible to follow rationale or narrative of decisions, for example, one five hour meeting had only 1.5 pages of Minutes.

- Some Minutes were not signed by officers, for example, July 27, 1982, November 23, 1983, and January 25, 1984 are missing the Secretary's signature; May 19, 1982 is missing the President's signature.

- Procedural format and follow-up was loose in some instances, for example, the Minutes for the April 8, 1983 Annual General Meeting were still not on file by February of 1984. On June 20, 1983 the Board passed procedures for the operation of its Executive Committee. There has been little or no follow-up on these procedures.

Rationale

- It is important to have ordered and complete records of business conducted for purposes of the corporate record. The Minutes are the legal documentation of the Society's business and could be called into court as evidence; presently, they are inadequate to serve that function. In addition, the Minutes are the record for budget expenditures. They do not reflect background or rationale for these decisions. Minutes should be:

  - fully descriptive;

  - timely;

  - accompanied with all relevant and related documentation;

  - authorized.

- In our view, conflicts on the Board are likely aggravated by having less than complete records of the Board's business.

Recommendations

1.1.1 That the Board and the Executive Committee adopt a new file management system for records arising from meetings.

1.1.2 That the Board and the Executive Committee adopt a new Minute keeping format as outlined in Exhibit I.

1.1.3 That the Secretary for the Board of Directors, and the Recording Secretary receive instruction from the City Secretariat on Minutes and record keeping.

1.1.4 That in addition to, but not in replacement of the above recommendations, all Board meetings be taped, and the tapes securely filed by the Recording Secretary for purposes of reference by the Board of Directors.

EXHIBIT I

PROCEDURES FOR MINUTES

All material before the Board and/or its Executive Committee should be filed with the Recording Secretary, including material sent out to Members after the agenda has been distributed, and material distributed at the meeting. It should be the original of the document in all but extremely unusual cases. The material is filed separately from the Minutes, and indexed by number corresponding with the Minute number.

The process to be followed is as listed:

1. preparation and distribution of the agenda;

2. attendance at the meeting and the recording of the proceedings and decisions;

3. preparing and signing, or preparing for signature letters, memos, etc. notifying all appropriate parties of each decision of the Board/Committee;

4. preparation of the Minutes (description follows);

5. indexing of the Minutes, and filing of the material.

The time the meeting commenced and adjourned is recorded. In addition, the time that individual members arrived and left is also shown. This is not necessary, but will assist in future if one wishes to know who was present for a particular debate or vote. If this is not done, all members present for any part of the meeting should be included in the list at the beginning of the Minutes. The Minutes are structured as follows, with each point forming a separate paragraph within the Minute.

- the Minute begins with a description of the material which was under consideration - reports (from a member or staff), correspondence (from government, another agency, the public, etc); the date of the report or correspondence; from and to whom the material was addressed (if it was addressed to the Board/Committee, it's not necessary to note the addressee); and a brief description of the subject matter. Where there is more than one piece of material relating to the item on the agenda, each should be recorded in this fashion.

- the Minute next notes any person (not a member) who appeared before the Board/Committee and addressed them with respect to the matter. Unless it would be otherwise obvious to the reader, the Minute should indicate the nature of the deputation.

    eg. Alderman Campbell addressed the Board and proposed that licence fees shold be increased by the annual rate of inflation.

- the Minute then notes any information or advice which was offered to the Board/Committee to assist in its deliberations.

- next, any motions placed but not voted upon, or placed and lost, are shown.

    eg. The following motion was voted on and lost:

    By Mr. Hambley, that the Board thank Alderman Campbell for her suggestion, but that it not be approved.

- the Minute then shows the decision of the Board/Committee in full detail and, where possible, the member who moved the motion.

    eg. On motion by Mr. Addision, the Board decided to increase licence fees by 12% for 1983 to compensate for the absence of an increase in 1982; to increase fees in 1984 by the annual rate of inflation calculated as at December 31, 1983; and to request the Executive Committee to report to the Board at its last meeting in November, 1984, with respect to a proposed fee schedule for 1985.

- finally, the Minute shows the distribution of notice of the decision (who the letter(s) went to) and the date upon which the notice was sent. In cases where no action was taken or where no one who is not a member of the Board/Committee requires notice of the decision, the Minute constitutes the notice.

The Minutes are then confirmed (with amendments where appropriate) at the next meeting, and signed by the Chairman who presided at the meeting for which the Minutes were taken.

The process is completed by indexing the Minutes, by year. The index should be compiled under as many subjects as are relevant. For example, the above sample could be indexed under "licence

fees" and "budget", etc. The Minutes are numbered consecutively for the year, such number to correspond to that assigned to the original material and to a copy of the notice of the decision.

1.2 Recording Secretary Function

What We Found

- The Board' Secretary is not presently the Recording Secretary (as outlined in THS By-law 22, Article 19). The role has been delegated at various times to THS secretarial staff, Manager of Administration, General Manager and Board President.

- The perception by some is that, in the past, THS staff could not be trusted to play an unbiased role in record keeping.

- The Minutes have been a point of contention re: accuracy and comprehensiveness.

Rationale

- THS should have permanent recording secretarial support for Board and Officers which is seen to be independent of the organizational politics.

- The Board secretariat must have the trust of the Board as a fair, "non-partisan" function.

Recommendations

1.2.1 That a full-time permanent position for a Recording Secretary be created with responsibilities as described in Exhibit II.

1.2.2 That the time of the position be split between Board business and Toronto Humane Society business. Supervision would similarly be split. The Board, through its Board Secretary would supervise Board work. The Manager of Administration would supervise Toronto Humane Society work. On the organization chart the position would appear as reporting to the Manager of Administration (Exhibit III).

EXHIBIT II

SECRETARIAL POSITION DESCRIPTION

The duties of the individual hired for the secretariat would be as follows:

- to act as Recording Secretary for the Board and Executive Committee;
- to receive all materials before the Board and/or its Executive Committee, including material sent out to members after the agenda has been distributed, and material distributed at the meeting;
- to prepare and distribute agendas;
- to attend meetings and record proceedings and decisions;
- to offer advice and direction regarding rules of procedure, points of order and past Committee decisions;
- to prepare and sign, or prepare for signature letters, memos, etc., notifying all appropriate parties of each decision of the Board/Committee;
- to prepare Minutes;
- to maintain files of Minutes and materials;
- to maintain the Toronto Humane Society membership list.

REPORTING

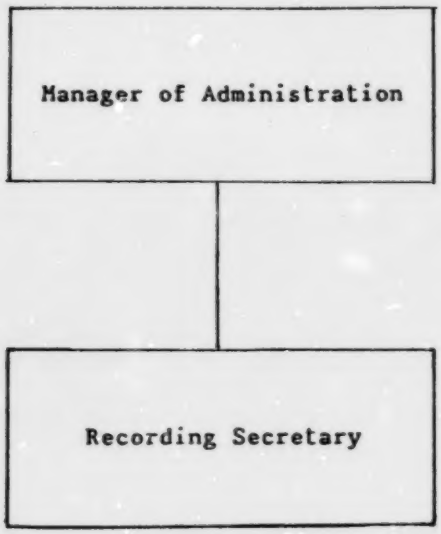
The duties of the Recording Secretary would probably take 1/3 of a full-time position, during this time s/he would be under direct supervision of the Secretary of the Board.

The remaining time would be allocated to duties assigned by the Manager of Administration, during which time the secretary would be responsible to the Manager.

EXHIBIT III

TORONTO HUMANE SOCIETY PARTIAL ORGANIZATIONAL CHART:

RECORDING SECRETARY



1.3 Toronto Humane Society Constitution & By-laws

What We Found

- All our comments are based on materials supplied by the Toronto Humane Society. We have gone under the assumption that the By-laws have all been enacted properly and are in force. We were not supplied with the originals.

- Documentation contained a number of irregularities as described in Exhibit IV.

- By-law 29 was incomplete in its form and entered the record ten months after the Annual General Meeting at which time it appears to have been presented.

Rationale

- The Toronto Humane Society Board needs to put in better order documentation of its own By-laws, in order that the Board can have confidence in its legal basis for operating.

- Periodically the Society makes use of a Commissioner of Affidavits, for example, the Annual General Meeting preparations. One of its own staff could be made a Commissioner of Affidavits to perform this function.

Recommendations

1.3.1 That the Toronto Humane Society with the assistance of its solicitors review documentation re: its By-laws and constitution.

1.3.2 That the responsibility for the ongoing maintenance of these files be carried out by the Board through its secretariat.

1.3.3 That the Toronto Humane Society Secretary provide certified copies of all existing By-laws of that corporation, certified by its Secretary to the Management Services Department, City of Toronto. The certificate should state clearly that the By-laws attached thereto were passed validly in accordance with the Corporations Act and the By-laws of the Toronto Humane Society; that such By-laws remain in force; and that there are no further By-laws of the Toronto Humane Society not attached to the certificate.

1.3.4 That the Toronto Humane Society have its Board Secretary appointed as a Commissioner of Affidavits.

EXHIBIT IV

CITY SOLICITOR COMMENTS

I would comment, first of all, that the documents provided to me are merely photocopies of what appear to be by-laws of the Toronto Humane Society (hereinafter referred to as the "THS"). These documents have not been certified as true copies of the existing by-laws by the Secretary of the THS.

If it is necessary for you to have access to accurate copies of the by-laws of the THS for the purpose of your management studies, then I would suggest that you request from the THS copies of all existing by-laws of that corporation, certified by its Secretary. The certificate should state clearly that the by-laws attached thereto were passed validly in accordance with the Corporations Act and the by-laws of the THS; that such by-laws remain in force; and that there are no further by-laws of the THS not attached to the certificate.

Assuming only for the purpose of commenting upon their apparent content that these photocopies which have been provided to me are accurate, I make the following comments:

By-law 22

This would appear to be the general operating by-law of the corporation passed by the Board of Directors June 5, 1973 and confirmed by the members on June 15, 1973.

This general by-law provides for such matters as the designation of head office; provision of a seal; the election and meetings of directors; the appointment of officers; the classes and meetings of members; the formation of committees; the execution of documents; banking arrangements; the financial year of the THS; notice and transitional provisions.

The by-laws which follow consist of amendments to By-law No. 22.

By-law 23

This by-law provides for the election of an executive committee and the delegation of authority to the executive committee. The photocopy would appear to be of a properly executed by-law.

By-law 24

This repeals Article No. 23 of By-law No. 22, and substitutes new provisions regarding the classes of membership. The photocopy indicates that the by-law was confirmed by the members; however, there are no signatures to indicate that the by-law was passed by the Board of Directors before confirmation by the members.

By-law 25

This would appear to repeal Article No. 4 of By-law No. 22 and substitutes new provisions increasing the number of directors to 13. It would also appear to add a prohibition that a director cannot serve more than two terms consecutively. No date is indicated for passage by the Board of Directors. Further, there would appear to be execution only by the Corporate Secretary to indicate passage by the directors and confirmation by the members.

By-law 26

This would appear to repeal Article No. 23 of By-law No. 22, substituting new provisions for the classes of membership. The copy furnished shows no signatures whatever.

By-law 27

This would appear to repeal Article No. 6 of By-law No. 22 and it substitutes new provisions respecting the filling of vacancies on the Board of Directors. The copy furnished to me shows no signatures nor dates in respect of passage by the Board of Directors or confirmation by the members.

By-law 28

This by-law, probably mistakenly, purports to repeal Article No. 4 of By-law No. 25; I believe the reference should be to Article No. 4 of By-law No. 22. The substituted provision provides for a board consisting of 16 directors upon the receipt of Supplementary Letters Patent. The copy furnished to me, again, shows no signatures nor dates in respect of passage by the Board of Directors or confirmation by the members.

By-law 29

If passed, this by-law repealed the prohibition against directors serving more than two terms consecutively. There are no dates, no signatures nor even blanks on the form of by-law where such signatures and dates would appear.

Again, I must emphasize that the documents provided to me are merely photocopies of what appear to be some or all of the by-laws of the THS. I would urge you to obtain from the THS copies of the by-laws certified in the manner I have discussed hereinabove. It would be for the Secretary of the THS to decide whether he should consult with the solicitors for the THS in order to put himself in a position to provide the required certificate.

1.4 By-law 29

What We Found

- On April 8, 1983, the Board recommended, and the membership approved, an amendment to By-law 28, (in fact By-law 22) the effect of which was to remove the limit of two consecutive three year terms that a Director may be a member of the Board.

- We were told by one of its originators that By-law 29 arose from a concern that the two term limit was being put to political ends. Replacing prematurely vacated positions was too politicized a process.

Rationale

- Without the mandatory 2 term limit of By-law 22, the Board will become a "closed-shop". There will be no mechanism that regularly creates opportunities for new members to join the Board of Directors.

- We hypothesize a loss of volunteer interest as decision making and policy directions are in the hands of a potentially unchanging Board. This has been the case in other organizations taking similar action.

- As agent for City's animal control, the Toronto Humane Society Board has a responsibility to adopt structure which will provide the best opportunities possible for public participation and membership in the Society at the Board level.

- If there are problems with political use of filling unexpected Board vacancies, these should be solved through a less far reaching act than By-law 29.

Recommendations

1.4.1 That the Board and general membership restore a two term (three year/term) limit for Board membership and follow the procedure necessary to do this at its Annual General Meeting in 1985.

1.4.2 That any present Director who has reached the end of their term at this year's (1984) Annual General Meeting, be eligible for re-election for a maximum of one, three year term.

1.4.3 That the Nominating Committee (see recommendations 1.11.1-8) recommend a candidate to the Board to fill any vacancy occuring on the Board of Directors.

1.5 Officers and Executive Committee

What We Found

- There is a By-law 23 which empowers the Board to create an Executive Committee if it wishes.
- However, among Board members there is uncertainty as to whether the Board
  - a) has had an Executive Committee;
  - b) now has an Executive Committee.
- This is despite the fact that on November 23, 1983, the Board passed a motion approving the formation of an Executive Committee but has not activated this committee.
- This ambiguity may have arisen, in part, because some expressed the view that the Board would not allow officers to function as an Executive Committee.
- While some perceived that officers were too all powerful, some thought that officers had too little power.
- On June 20, 1983, the Board passed procedures for the functioning of its officers and as noted earlier these have not been implemented.

Rationale

An understanding has to be created on the Board as to the legitimate role of an Executive Committee.

- Our conclusion is that not all matters need to be considered by the full Board (sixteen) for efficient functioning.
- The present Executive Committee is not structured to incorporate the working input of each active committee for decision making and planning.
- As noted elsewhere, the committee structure is not presently functioning well. To improve their performance we believe the committees need to be more directly accountable to the Executive Committee.

Recommendations

1.5.1 That the Board establish criteria for deciding what matters should be handled by the Executive Committee

alone, Executive Committee making recommendations to the Board, and/or the complete Board.

1.5.2 That these criteria apply to a one year term of the officers and be reviewed for approval annually as part of the Board's planning process.

1.5.3 That the Executive Committee should be restructured to include the Chairperson of each of the main active standing committees.

1.5.4 That the duties and responsibilities be drawn up for the 1st and 2nd Vice-Presidents to better define and make more effective use of these two positions.

1.6 Planning Cycle, Board and Toronto Humane Society

What We Found

- The Board approved a planning cycle on June 24, 1980 which, while giving support in principle to the concept of planning, does not provide much detail on the design of the planning process and its implementation.

- The Board appears to have been embroiled in internal conflict to such an extent that we could find no evidence that the planning cycle has been pursued vigorously.

- At the beginning of the present President's term, he outlined three initiative areas for the Board and Toronto Humane Society. These initiatives point to directions that are timely for the Toronto Humane Society, but the Board appears not to have given these initiatives the consideration they warranted.

- Leadership in developing long-term strategy and policy for the Society is the responsibility of the Board. The Board could greatly improve its performance in this area.

- Evidence indicates that some Board attempts to involve staff in its planning, and requests for information, have met with resistance, and in one instance was not treated seriously.

Rationale

- Planning would benefit the Society in a number of ways:

i) It would shift the focus of the Board away from its own internal struggles to what the Society is in business to achieve and how it will achieve it.

ii) Planning would have a stabilizing and settling influence on the organization by providing a renewed sense of purpose and direction.

iii) Establishing long-term goals and detailed annual objectives would provide a basis for judging organization effectiveness.

iv) Plans would give direction to managers.

Recommendations

1.6.1 That the Board adopt a more detailed and comprehensive planning model that would:

a) distinguish between long-term strategic, policy and short-term operational level planning (See Exhibit V);

b) outline a process which includes in a logical sequence, the Board, appropriate Toronto Humane Society staff, and others in the planning.

1.6.2 That following the Annual General Meeting in 1984, the Board make planning its first order of business.

1.6.3 That the Toronto Humane Society submit to the City for information with its 1985 Budget requests:

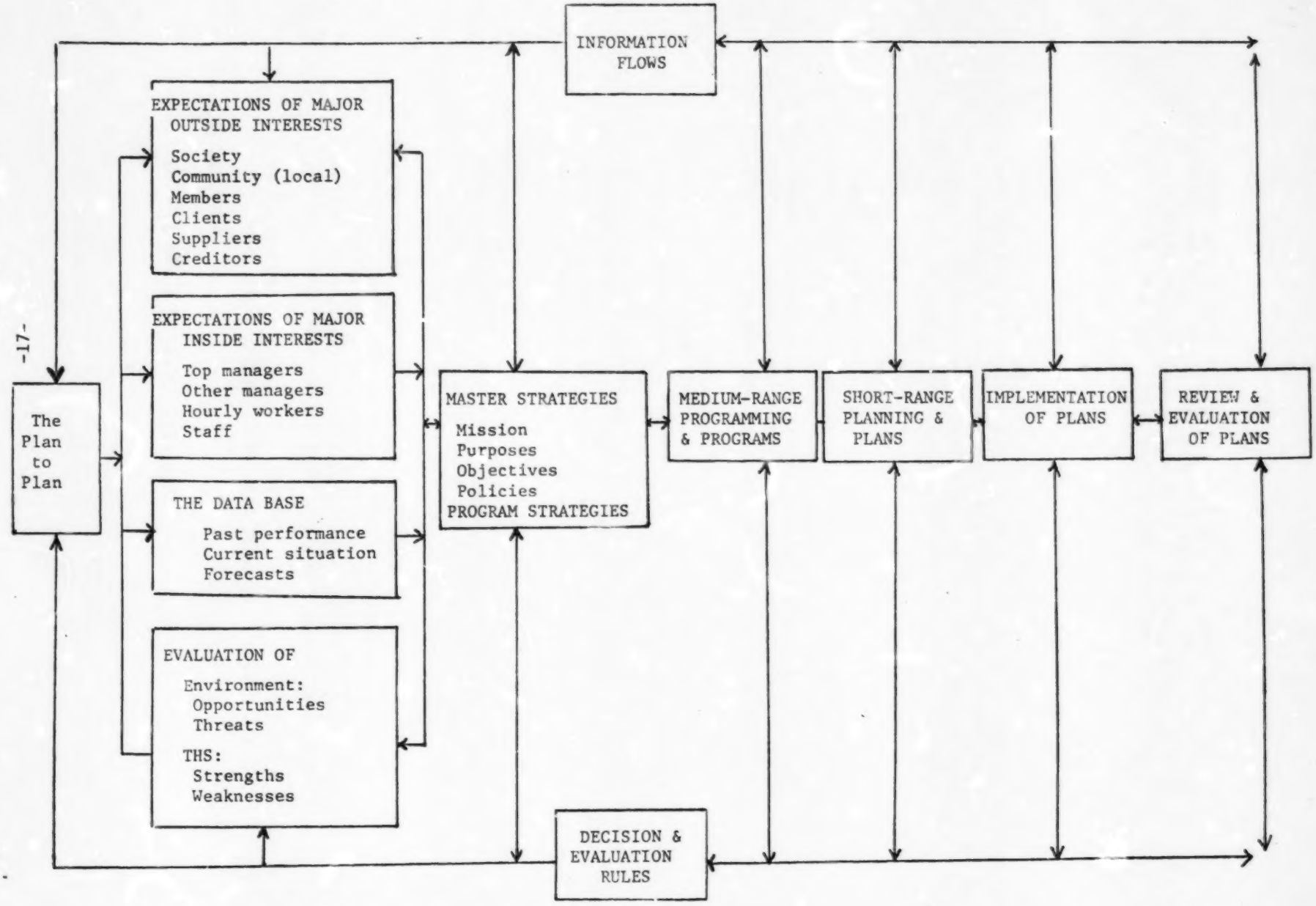
a) the planning model they have adopted;

b) the results of their planning effort, including:

- 3-5 year strategy goals and priorities;
- 1985 workplan, outlining objectives for improvements in its animal welfare and animal control services, volunteer programs, fundraising, public relations, Board functioning, organizational improvements.

EXHIBIT V

TORONTO HUMANE SOCIETY BOARD AND ORGANIZATIONAL PLANNING MODEL



1.7 Role of Board in Daily Operations

What We Found

- This was one of the most controversial areas that we investigated.

- There is a Board perception that they involve themselves only in exceptional circumstances. The Board also perceives that many legitimate requests for information by the Board, or Board involvement in exceptional circumstances, are all labelled as "interference" by some staff.

- There is a staff perception that the Board will inappropriately overrule professional decisions made by staff and that Board will involve itself in specific cases unexpectedly. There was evidence of a few instances of Board interference.

- Two instances of Board involvement in specific animal cases were not initiated by Board members but by Toronto Humane Society member(s) who brought their concerns to a Board member who then became involved.

- Minutes from past Board meetings show requests for reports from Toronto Humane Society staff being made directly to staff, not the General Manager.

- The Interim Manager made it clear during his tenure that all queries, requests, and complaints from the Board or Toronto Humane Society members were to be sent to him; and although there are still difficulties, communication between staff and Board have become orderly. This practice seems to have improved communication and staff morale.

Rationale

- Outside of the Interim General Manager's procedures, there doesn't appear to be a consensus on proper channels for communication among Board, Toronto Humane Society members and staff. There is no reason to believe that the Interim Manager's procedures would continue beyond his term.

- There is apparently no Toronto Humane Society policy which provides guidelines for communication among Board, membership and staff.

- As long as staff perceive the Board to be intervening in operations at the whim of one member, or one Director and as long as the Board perceives staff to be hostile and resistant to most of their initiatives, this will be a

source of serious problems and a destabilizing factor in the Toronto Humane Society.

- Interactions among the Board, membership and staff ought to proceed in a more ordered fashion, in the context of a shared perception of their appropriate role and use of the chain of command.

- Guidelines for involvement in decisions and communication should be established.

- The President and the General Manager of the Society should play an important role as filters of all Board and membership requests and communication to staff. Both the Board and THS general membership should direct any concerns or inquiries about staff operations to the General Manager, or if appropriate, to the President.

- On the whole, Board involvement with specific animal cases ought not to happen more than rarely, and only in exceptional cases. Board policies should be sufficiently clear to guide staff decisions (see section on Policy).

- The General Manager should be responsible to the Board for all operations. The planning cycle adopted by the Board ought to include quarterly reporting by the General Manager to the Board on the annual Society workplan and those objectives for which the General Manager and staff are responsible.

- The above structure which provides the Board with a systematic review of the Society's operations every three months, should relieve the need for Board involvement in specific cases by regularly providing the Board with information on Society performance from the General Manager.

Recommendations

1.7.1 That guidelines for Board/membership/staff interaction be established and documented, especially as to what constitutes an exceptional animal case in which the Board would involve itself.

1.7.2 That the task outlined in 1.7.1 be undertaken by a four person sub-committee reporting to the Board including the President, a Director, the General Manager and a senior staff person chosen by the General Manager.

1.7.3 That requests, queries or complaints from the Board or membership about staff operations be directed to the General Manager.

1.7.4 That Directors should communicate concerns or inquiries about Board matters to the President.

1.7.5 That the Board more generally attempt to clarify its role and relation to staff as outlined in Exhibit VI.

1.7.6 That the Toronto Humane Society General Manager provide quarterly progress reports to the Board of Directors (in March, June, September, and December of each year) for that part of the Toronto Humane Society Annual Workplan for which he is responsible.

EXHIBIT VI

BOARD FUNCTIONS:

THE BOARD, THE GENERAL MANAGER, AND THE STAFF

The following list of sixteen functions is presented with the awareness that not everyone will agree that it is comprehensive or that it is organized in the best possible way. But it has grown from a synthesis of the literature and from discussions in which more than 700 Board members have participated. These functions are stated in terms of Board responsibility but, in the discussion of each function, the role of the General Manager is suggested.

1. First, the Board should keep the overall objectives of the program clearly in focus and satisfy itself that the goals of the particular parts of the work or units of the organization are in harmony with these broad objectives.

2. Second, the Board should assure itself that changing conditions are adequately reflected in the program. It should see that continuous planning is carried on, providing vision and a balanced perspective. It should scrutinize all proposals for change in the light of its judgement as to the best long-range course of action. The General Manager has the obligation to see that the planning procedures are carried out. More than that, he should feel free to propose courses of action to the Board or make any comments he wishes about proposals made by others. He must always realize, however, that the Board is finally responsible for the decision.

3. Third, the Board should select the General Manager.

4. Fourth, the Board should accept the obligation of working effectively with the General Manager and, through him, with the staff.

5. Fifth, the Board should assure itself that the work of the agency or association is effectively organized by the proper assignment of responsibilities to staff members and the co-ordination of these special responsibilities into an harmonious whole. An organizational pattern, at least of a large enterprise, is never a wholly logical and consistent framework. It is, in part, the result of tradition, personality, and varying conceptions of the importance of particular tasks. The General Manager has the immediate responsibility to see that the organization is soundly conceived and operated or to revise it so that it will be more effective. The Board has the right to expect that it

will be kept informed about the form of the organization and that it will approve any major changes in it.

6. Sixth, the Board should assure itself that the General Manager discharges effectively those directing powers which lie particularly within his area of responsibility. Among these powers are the development of sound personnel procedures, both in recruitment and in establishment of optimum conditions of work; the creation of a broad base of participation in decision making among the staff; the resolution of conflicts; the establishment of effective control mechanisms (such as budgeting, accounting, and purchasing) in the work of the agency; and the effective use of physical resources. These aspects of administration are, like the development of sound organization, the immediate responsibility of the General Manager. It is, however, the ultimate responsibility of the Board to see that they are performed effectively.

7. Seventh, the Board should serve as arbiter in conflicts between staff members on appeal from the decision of the General Manager and in conflicts between the General Manager and the staff. The members of a Board usually dislike the duty of being judges but, on occasion, they cannot escape it, particularly in large and complex enterprises. The General Manager should do all that he honourably can to keep the Board from becoming a court of appeal by forestalling conflicts, trying to resolve them himself, or seeing that they are resolved within the staff. He cannot always do so.

8. Eighth, the Board should establish such broad politics governing the program as may be necessary to cover continuing or recurrent situations in which uniformity of action is desirable. The Board may not need to frame the policies it adopts; usually, indeed, the policies will be drafted by the General Manager for consideration, revision, and adoption by the Board. Furthermore, once the policies are adopted, either the General Manager or the Board itself may suggest changes at any time. It is the duty of the General Manager to administer the program in terms of these policies, to understand the degree of latitude which is allowed to him in making exceptions in particular cases, to know when a policy applies and when it does not, and to deal with situations not covered in policy.

9. Ninth, the Board should use the special knowledge and contacts of the individual Board members in the improvement of the program. Board members perform countless minor services for the agency or association, and it is expected that they will do so. They should be certain that these services are appropriate and desired by both Board and

General Manager, since a well-meaning but unwelcome service can create more difficulties than it prevents or eases. When a Board member undertakes a major direct service, he must be particularly sure that in becoming almost a staff member himself, he does not create problems for the General Manager. Also, both the Board and the General Manager must be careful not to exploit the professional specializations of Board members and ask them to undertake services which it is not appropriate for them to perform without compensation.

10. Tenth, the Board should assure itself that the agency or association is effectively integrated with its environment and with the other organizations and members of the public to which it is related.

11. Eleventh, the Board should accept responsibility for securing adequate financial resources. In performance of this function, the Board and the General Manager must collaborate closely, with the Board taking an active part. The General Manager may, on occasion, do whatever is necessary to secure financial support himself, but ordinarily he acts with the Board and often he serves merely as its agent.

12. Twelfth, the Board should assure itself that its basic legal and moral responsibilities are fulfilled. The General Manager should keep the Board informed as to what he regards these responsibilities to be.

13. Thirteenth, the Board should develop and abide by rules and procedures governing its own affairs. It and it alone can determine how its structure and operations are to be organized. The General Manager may make suggestions to the Board in this respect, but he ought to do no more than that.

14. Fourteenth, the Board should give to the agency or association the full support, prestige, and leadership of the Board itself and of its individual members.

15. Fifteenth, the Board should do everything in its power to keep its own membership able, broadly representative, and active.

16. Sixteenth, and finally, the Board should appraise the program periodically to assure itself that the objectives are being achieved; if they are not, then either the objectives themselves or the means of achieving them must be revised. The General Manager ordinarily must collect the evidence on which the appraisal is based. Furthermore, he has the obligation to present all the findings to the Board,

the bad as well as the good. The Board must know the truth about the program in order to know how to improve it.

(Excerpted from The Effective Board, by Cyril Houle.)

1.8 Policy

What We Found

- Policy now exists in draft form ie., administrative policy, contained in Board resolutions, or implicit in other materials. We found that there is no central organized filing of THS policy. In addition, there is no position currently assigned the duties of coordinating the documentation of THS policy.

Rationale

- The disorganization of Toronto Humane Society policy documents may reflect the low priority this function has been given.

- As part of a Board planning process, an assessment of present policies must be made. The assessment cannot be done until existing policies and Board resolutions are organized and properly filed.

- Further, staff cannot be adequately guided by policy until existing policy is organized, and effectively communicated to staff.

Recommendations

1.8.1 That the Board secretariat undertake to research, document and organize existing substantive policy.

1.8.2 That the General Manager undertake to research, document and organize existing administrative policy.

1.8.3 That, based on the results of 1.8.1 and 1.8.2, the Toronto Humane Society develop a policy manual to be adopted by the Board within twelve months following the approval of this report.

1.9 Board Involvement in Hiring/Firing of Staff

What We Found

- Board is empowered by its By-laws to hire and fire staff at all levels.

- Perception by some that Board has not involved itself in hiring or firing below the General Manager level; while others hold the opposite view.

. There is a general perception among staff that a few of them are "marked" to be fired by the Board, once the Interim General Manager leaves.

Rationale

. The General Manager of the Toronto Humane Society should be responsible for all staff hiring and dismissals; while the Board has the role of giving final approvals.

. Involvement of the Board in recruitment and dismissals leaves the Board open to allegations of giving favours to friends in hiring and undue interference in firing. In the latter case it is the General Manager who is best positioned to have the information and experience to make these judgements.

. Board involvement in these decisions tends to politicize the staff as they must cultivate Directors' favour for their own job security. Generally this has a counter-productive effect.

. While ultimately responsible to the Board, staff should have one boss, the General Manager, not the sixteen Directors who make up the Board.

. If the Board clearly separates itself from staff dismissals below the General Manager level there will no longer be any basis for rumours that some staff are "marked". Such rumours can only have a debilitating effect on staff morale.

Recommendations

1.9.1 That the employment contract of the General Manager include the delegation from the Board to the General Manager of all responsibility, except final approval, for the hiring and firing of staff within the approved establishment and budget of the Toronto Humane Society.

1.9.2 That the Board reaffirm its current policy, which is, that if the Board has any concerns about staff performance the Board will not act directly on these concerns but raise them with the General Manager.

1.10 Board Committees

What We Found

- We found some documentation pertaining to committees as follows: By-law 22, Article 38; Guidelines re: Operation of Committees (April 24, 1981); Committee on Committees (June 21, 1980); and November 1983 Board Minutes approving the organizational chart, committee structure and number of meetings guideline.

- Board Minutes did not reflect ongoing active committee output. Minutes would approve membership for new committees but further reference or documentation was lacking. Perceptions about level of committee activity among Board members varied from none to minimal to a few active committees. The committees should be reviewed with a view to reassess need for a committee, to clarify and/or developing terms of reference.

Rationale

- Standing, ad hoc, sub-committees, etc. are the primary vehicles for developing short and longterm goals for the organization which are brought forward to the Board at large. Each committee has its own terms of reference and operating procedures. The effectiveness and efficiency of a Board of Directors is in direct ratio to the effectiveness and efficiency of its committees. Committees are formed or dissolved according to the need determined by the work of the Board of Directors planning cycle.

- A more active committee structure would lead to more effective Executive Committee output and less need for the whole Board to meet as often.

Recommendations

1.10.1 That the present committee structure be reviewed by the Board for purposes of recommending means to improve committee functioning.

1.10.2 That the entire committee structure should be reactivated following a vigorous campaign to find membership for each committee. This could be done by an Ad Hoc Nominating Committee.

1.10.3 That the Board should determine terms of reference for each committee. Each committee is to determine operating procedures for its functioning.

1.11 Board Membership Criteria

What We Found

- Qualifications for Board Directors are included in By-law 22 Article 5, but only pertain to mental competency and bankruptcy. This was repeated in a second document prepared by the solicitors of the Toronto Humane Society (December 1981).

- Board members appear to value an animal welfare orientation and business related expertise as the most relevant selection criteria.

- Many suggestions were made regarding more distinctive criteria for selection. The selection process was generally viewed as acceptable by the Board but some qualifications were made concerning possible bias in past selections.

Rationale

- Board members should represent individuals who are interested in the cause of the organization and have proven abilities that would contribute to this cause.

- A nominating committee should be responsible for the recruitment of new Board members from the general voting membership or from the community at large.

- As will be discussed in the section 1.12, conflict on the Board has been long standing, bitter, and linked to clearly defined factions. There appears to be no substantive difference between the Board factions on policy. Further, the conflict seems to be largely based on personality.

- There are two ways in which the recruitment for the Board of Directors must improve. Firstly, a new effort should be made to draw in people who are fresh to the organization, have no history with the Toronto Humane Society Board conflict and are not alligned with one faction or the other. Otherwise, we suggest, the conflict will continue diverting the Board from its real business. Secondly, Toronto residents are relatively dissatisfied with the animal control services provided by the Toronto Humane Society (Residents' Attitude Towards City Services, 1981). Individuals should be sought for Board membership who have an interest in animal control in order that the concerns of Toronto residents can be reflected in Toronto Humane Society policy.

Recommendations

1.11.1 That a five member Nominating Committee be struck.

1.11.2 That the composition of the Committee will be as follows: the Chairman will be the immediate Past President of the Toronto Humane Society (if unavailable, then the position should be filled by the President); the City's aldermanic representative; three Toronto Humane Society members at large recommended by the Chairman of the Nominating Committee to the Board of Directors.

1.11.3 That the three Toronto Humane Society members may not be eligible to sit on the Board of Directors while members of the Nominating Committee.

1.11.4 That these three members can be members of the Committee up to a limit of two consecutive one year terms.

1.11.5 That Nominating Committee membership should be guided by the qualifications as outlined in Exhibit VII.

1.11.6 That the role of the Nominating Committee would be to solicit and collect candidates for Board membership to be elected by the Toronto Humane Society membership at large. These candidates would have their names placed on the ballot for the election of Directors by the membership at the Annual General Meeting or other meeting called for the purpose of electing Directors. It is not appropriate to use a slate format; members should be able to vote for any or all candidates freely.

1.11.7 That the Nominating Committee should define criteria for Board member selection.

1.11.8 That the Nominating Committee follow the procedure for recruiting prospective Board members used by the City's Nominating Committee for Boards and Commissions. The Toronto Humane Society Nominating Committee should liaise with the City Clerk's Department regarding these procedures.

EXHIBIT VII

NOMINATING COMMITTEE MEMBER QUALIFICATIONS

1. They are not fully in the grip of the status-quo power element. An elected nominating committee naturally will have a slightly better chance than an appointed one to escape such a grip.

2. They are sufficiently secure in their own professions and businesses so as not to be afraid to evaluate impersonally.

3. They are well acquainted with the organization's goals and objectives and the resulting leadership needs.

4. They are well enough acquainted with the role requirements of a Board member to make sound judgements.

5. They are of sufficient stature in the community to make the effective contacts that may be necessary to recruit new Board members. If they feel they have already "arrived" socially or in their businesses, they will be less likely, when selecting people, to substitute personal needs for the needs of the organization.

6. They are of sufficient stature, and have sufficient knowledge of the community, to act as representatives of it.

(Excerpted from The Effective Voluntary Board of Directors: What it is and How it Works, by W. Conrad and W. Glenn.)

1.12 Internal Conflict

What We Found

- One factor that characterizes the climate of the Toronto Humane Society is conflict.
- Conflict has existed between two factions on the Board.
- It is this conflict that precipitated the present intervention by the City, after one faction on the Board took its concerns to the Mayor.
- In the course of conducting this study we heard many charges and counter charges made among these groups.
- Perhaps the one thing on which both sides of the Board would agree is the belief that the majority of Board problems would disappear if the personalities of the other side were improved, or if the opposing faction was to leave the organization. There was little evidence of actual substantive differences between the two factions.

Rationale

- What does the literature and experience of other organizations have to say about such conflict?
- Our review of the literature indicates that volunteer based organizations are prone to conflict at three points:

  1. within the Board (O'Connell, 1976);
  2. between Board and staff (Conrad & Glenn, 1976);
  3. between staff and volunteers (Scheier, 1978).

- One fact that stands out from a review of literature and the experience of other organizations is that many of the problems experienced by the Toronto Humane Society are not unique. Their conflicts are common to many volunteer organizations.
- Therefore, to some extent, Toronto Humane Society conflict may be personality based, but a considerable amount is inherent to this kind of organization.
- As one author discussing volunteer organizations has written, "If you're not involved in a good deal of controversy and dissent, you probably are not in the thick of things" (O'Connell, 1976).

- The challenge to the Toronto Humane Society is how to use internal differences productively rather than acting out differences in non-productive conflict.

- Considerable literature and professional practice has developed to aid volunteer organizations to prevent serious problems arising and to help more productive use of conflict.

- Our view is that the Toronto Humane Society Board could greatly benefit from engaging a consultant specializing in volunteer organizations. The purpose of an advisor would be to lessen tensions on the Board and to assist the Board in becoming a more effective team.

Recommendation

1.12.1 That the Toronto Humane Society Board engage the services of a consultant specializing in volunteer organizations to assist the Board in conflict resolution.

2. SENIOR MANAGEMENT STRUCTURE

What We Did

- We examined the proposed and existing interim management structures for Toronto Humane Society;
- analyzed questionnaire responses from sixteen Board Directors;
- conducted interviews with Board members;
- held discussion with consultants in the field, review of other organizations' experience;
- reviewed literature on volunteer organizations;
- reviewed literature on organizational design.

2.1 Structure

What We Found

- The main debate concerning senior management structure at the Toronto Humane Society has centred on whether or not to split the duties of the General Manager. The Board passed a resolution which created two positions, Manager of Administration and Manager of Operations. These positions would have equal authority and report directly to the Board of Directors.
- As far as we could determine the Board's rationale for this design was as follows:

  1) The position as it now exists is too large in scope and the job demands too complicated. Splitting the management position would ameliorate the problem.

  2) The Toronto Humane Society has had difficulty attracting and holding General Managers who have been satisfactory to the Board. Creating two positions would lessen the burden of responsibility on one person. Attracting qualified candidates ought to be easier.

- These arguments are essentially based on assumptions made about quality and competence of future candidates based on past experience. We have made recommendations concerning how the Toronto Humane Society might improve its success in searching for a General Manager. (See section on "The Role of the General Manager"). These recommendations speak to

problems presently identified as reasons for the Toronto Humane Society having senior management roles. On the matter of senior management structure, we have drawn the following conclusions.

Rationale

- It is our view that the two-manager design envisioned by the Board would unnecessarily complicate Toronto Humane Society management. As a result, the design would be a source of further problems rather than a solution. Over the last decade, organizations have experimented with a number of new, more complex, organizational designs where the lines of authority are less clearly defined. Experience has shown that these non-traditional designs bring with them new problems arising from the ambiguity of role, responsibility and authority. Such restructuring is justifiable in organizations where there is high complexity, uncertainty and technical sophistication of tasks. The management tasks of the Toronto Humane Society, according to our analysis, do not meet these task criteria. The proposed design of removing the General Manager would therefore create unnecessary organizational problems.

- In our view, the Board of the Toronto Humane Society is already too involved in operations and not devoting sufficient energies to the planning and policy making of the organization. The proposed design is one certain to involve the Board to an even greater extent in operations. Removing the General Manager means that there would be no clear operational authority in the Toronto Humane Society. Operational authority instead would be removed to the policy level of the Board for final authority on those issues which span the administrative and service sides of the Toronto Humane Society. The Board would thereby become the arbitrator of any conflict between the two sides of the organization - a role which is not appropriate for a volunteer Board.

- In addition, the experience of other organizations and the literature on the subject indicates that designs such as the Toronto Humane Society proposal increase internal organizational political activity. Our observation of the Toronto Humane Society is that it is an organization which has experienced pronounced political turmoil at the Board/staff levels and should not adopt an organizational design likely to exacerbate the situation. The Toronto Humane Society is in need of an organizational design, procedures, and guidelines that clarify, and simplify authority, differentiation of role, and responsibilities. Therefore, we are recommending a General Manager position as

executive of all Toronto Humane Society organizational operations. We also make further recommendations later for improving to the recruitment process.

- In light of the concerns raised by the Board and past difficulties experienced between the Board and the General Manager position, the proposed senior management structure ought to be reviewed at a later date. The new General Manager and the management team should function for a time sufficient to judge the efficacy of the design; therefore we propose a review of the senior management design beginning one year after the General Manager arrives and begins work with the Toronto Humane Society.

- The review should examine the extent to which the senior management structure promotes organizational effectiveness in the following areas:

    - managing of Toronto Humane Society operations;
    - implementing Board policy;
    - providing advice and suggestions to the Board on policy development;
    - taking an active role in the organizational planning process;
    - maintaining management visibility in the organization.

Recommendations

2.1.1 That the Toronto Humane Society adopt the senior management organizational design as contained in the organizational chart (See Exhibit VIII).

2.1.2 That the Toronto Humane Society and City of Toronto conduct a joint organizational review of the senior management structure following one year of the new General Manager's employment with the Toronto Humane Society.

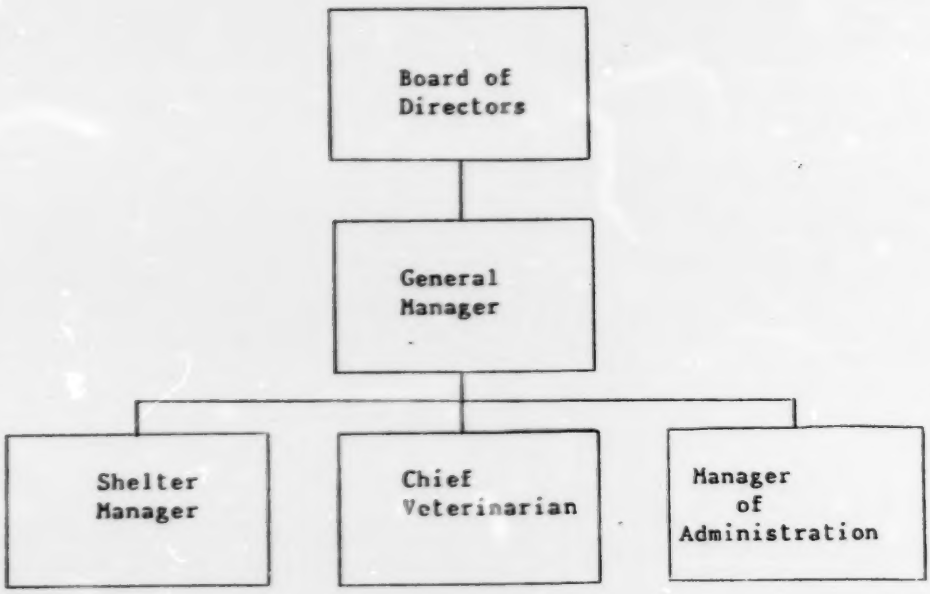
2.1.3 That the employment contract of the present Manager of Administration be amended. In Schedule B of the contract dated September 26, 1983, under section "General Accountability" delete: "shall report to Board of Directors through the office of the President" and in its place add "shall report to the General Manager".

2.1.4 That at the expirary of the present contract with the Manager of Administration, the position become part of the permanent workforce of the Toronto Humane Society.

EXHIBIT VIII

TORONTO HUMANE SOCIETY PARTIAL ORGANIZATIONAL CHART:

SENIOR MANAGEMENT



2.2 Role and Recruitment of the General Manager

What We Did

- We examined the General Manager's role in other municipalities;
- interviewed Toronto Humane Society Poard members, staff and City official;
- held discussions with other consultants;
- examined relevant Toronto Humane Society documents;
- reviewed relevant literature.

What We Found

- There was no documentation of the duties, responsibilities and accountabilities of the General Manager although the Society has had a General Manager for many years.
- The relationship between the General Manager and Board was problematic prior to August, 1983. There was the perception on part of the Board that the General Managers have been too politically active in Board matters.
- Some past General Managers have been perceived to be isolated from staff and the daily operations of the Society.
- As noted earlier there have been problems attracting and holding General Managers satisfactory to the Board.
- The Acting General Manager prior to August, 1983, and the last General Manager both had long histories of working involvement with the Toronto Humane Society.

Rationale

- The first step to be taken is to develop a description of duties and responsibilities and accountabilities of the General Manager. Without this documentation it is difficult for the incumbent to know what performance is expected by the Board and for the Board to know what to expect from the incumbent. These terms should be included in the employment contract of the General Manager in sections titled General Accountabilities and Specific Accountabilities. A detailed agreement between the Toronto Humane Society and its new General Manager will give much firmer ground to the relationship; as a result, effectiveness of the role should improve.

- Recruitment practices of the Toronto Humane Society recently seem to have favoured candidates with a history of involvement with the Toronto Humane Society and animal welfare issues. Normally, to recruit from within or from individuals active with an organization can be good practice. In the instance of the Toronto Humane Society, the close association of its General Managers with the organization prior their appointment may have been one of the sources of tension between management and the Board. Possibly through too close relations among some of the Board, Toronto Humane Society membership and the General Manager, the General Manager may not have been as objective, disinterested and uninvolved in Board politics as is best. The Toronto Humane Society would be best served now by a General Manager who has had no involvement with, nor stake in the politics of the Board and membership.

- Senior administrative and management experience in a service organization should be the major criteria for selecting a General Manager. The candidate will, preferably, have had past successful experiences in working with volunteer Boards. Those criteria concerning animal welfare values and experience, while important, should be considered second order. It is the Board's role to articulate the animal welfare values and policies of the Toronto Humane Society and the General Manager's role to manage the implementation of these policies. The personal animal welfare philosophy of the Manager is not, in our opinion, as important as his/her willingness to be guided and directed by the Board. Relevant technical knowledge and experience in the area of animal care would be an asset to a candidate; however, there are competent professionals and technicians employed by the Toronto Humane Society who can advise a General Manager on these matters. Management experience in similar organizations is more germane to the role of General Manager. A case in point is the success of the Interim General Manager of the last six months, who did not have animal welfare experience.

- The City of Toronto has an important stake in the recruitment and functioning of the General Manager of the Toronto Humane Society since it provides about sixty percent of the Society's annual operating budget. In addition, the City has had a great deal of experience in successful recruitment for senior management positions through its Personnel Division. Given the problems the Toronto Humane Society has experienced in this area, we are proposing that the City provide assistance to the Toronto Humane Society in recruiting a new General Manager (through its Personnel Division, Management Services Department).

. Such assistance could take the form of coordinating the preparation and placement of an advertisement with the career sections of major Canadian newspapers. Further, the City would chair a Review Board which would have a Toronto Humane Society, Board, City and professional-at-large representative. The role of the Review Board would be to recommend qualified candidates to the Toronto Humane Society Board. The Toronto Humane Society Board would have final approval over selection of the incumbent.

Recommendations

2.2.1 That a description of duties as described in Exhibit IX be adopted for the position of General Manager of the Toronto Humane Society.

2.2.2 That these duties be included in an employment contract for the position General Manager under sections entitled General Accountabilities and Specific Accountabilities.

2.2.3 That the criteria related to relevant public sector senior management experience be given first priority in the recruiting a General Manager.

2.2.4 That the Executive Director of Management Services provide assistance to the Toronto Humane Society in the recruitment process of the General Manager position.

2.2.5 That the Executive Director of Management Services chair a Review Board of candidates for the position of Toronto Humane Society General Manager.

2.2.6 That the Review Board be comprised of two representatives from the Toronto Humane Society Board of Directors, an official of the City and a qualified expert from the field at large.

2.2.7 That the role of the Review Board will be to recommend a qualified candidate to the Toronto Humane Society Interim Management Committee.

2.2.8 That the Toronto Humane Society Board of Directors have final approval and authority over who is selected for position of General Manager.

EXHIBIT IX

GENERAL MANAGER POSITION DESCRIPTION

PRINCIPLE RESPONSIBILITIES

. The main responsibility of the General Manager is to ensure the quality, effectiveness and efficiency of all the services provided by the Toronto Humane Society in animal welfare, care and control. The Board of Directors expects that the incumbent will have a "hands-on" approach to management, in operations of the animal shelter, clinic, and animal control function. While keeping abreast of Toronto Humane Society administration through the Manager of Administration, the General Manager should direct the majority of his/her attention to the management of the animal services of the Toronto Humane Society.

ROUTINE DUTIES AND RESPONSIBILITIES TYPICALLY INCLUDE (BUT ARE NOT RESTRICTED TO):

- accomplishment of the duties of the Senior Administrator and of the Toronto Humane Society within the Articles of Incorporation, the By-laws and the written policies approved by the Board of Directors;

- directs and provides overall supervision of all day-to-day operations of the Society and reports regularly on same to the Board of Directors, and consults with the Board and the committees and members thereof for such advice and counsel as may be necessary;

- provides advice and suggestions to the Board of Directors on policy development and the organization of the Society;

- plans, organizes and directs programs which meet the principles and objectives of the Toronto Humane Society;

- accomplishes management of the Society's operation and its personnel by supervising the development of work standards, personnel policies, supervision of hiring, promotion and discharge of personnel;

- implements administrative policies and management activities to foster economy, efficiency and courtesy in the operations of the Society;

- prepares budgets and provides financial management of Society funds, making appropriate recommendations on these matters as necessary;

- is responsible for maintenance and operations of property, grounds and vehicles;

- supervises inventories and purchasing of supplies and equipment necessary for operation of the shelter;

- supervises public relations for the Society;

- assists Board in negotiating animal control contracts with municipal officials, and sees that they are complied with;

- assists in contract negotiations with the Union representing staff at the shelter and in the field;

- provides liaison between municipalities and the Society and with other agencies or organizations and the Society;

- represents the Toronto Humane Society at meetings;

- attends meetings of local, national and international meetings of animal welfare and animal control organizations to gain new ideas and information about animal care and control activities and to improve efficiency of same;

- responds to requests for information and to complaints from citizens, the news media and others about Society programs and operations;

- from time to time performs such other tasks and duties as directed by the Board of Directors.

3. INTEGRATING MECHANISMS - CONTRACTUAL RELATIONS

What We Did

- In examining integrating mechanisms for a contractual relationship we reviewed seven contracts from other municipalities;
- consulted with a solicitor from the City Legal Department;
- consulted with the City Auditor;
- reviewed By-laws, Acts, etc. pertaining to animal control;
- reviewed the budget process;
- reviewed the "Report on the Assessement of the Ontario Society for the Prevention of Cruelty to Animals (Ontario Humane Society)".

3.1 Contract

What We Found

- In summary, we found that existing formal contractual relations in other municipalities outline expectations, responsibilities, levels of service, equipment, performance, etc. Reporting mechanisms and standards for measurement of performance are defined. Although the Toronto Humane Society is empowered under By-laws as agent for animal control, no formal contractual relationship exists between the City of Toronto and the Toronto Humane Society. There is ambiguity re: expectations, responsibilities, levels of services, etc. and the City has no effective means of measuring performance and judging value for money.

Rationale

- The establishment of a contract between the Toronto Humane Society and the City would clarify animal control service expectations and obligations.
- Similar situations have existed where verbal agreements or poorly drafted contracts have led to problems between the municipality and the humane society.
- Lack of reporting mechanisms and expected levels of service were cited as examples.

. The result in these situations has been the establishment of new contracts outlining specific expectations and responsibilities.

Recommendation

3.1.1 That the City enter into formal contractual relations with the Toronto Humane Society and that the contract contain clauses as outlined in Exhibit X 'Contract Clause Components'.

EXHIBIT X

CONTRACT CLAUSE COMPONENTS

Terms of contract

- length
- conditions of termination
- conditions of renewal
- terms for default

Funding

- remuneration
- basis for remuneration
- payment arrangements

Financial

- record keeping
- reporting mechanisms
- inspection and audit
- budget submission guidelines

City Representative

- Board of Directors

Animal Control Committee

- Toronto Humane Society Officer representation

Animal Shelter

- location
- cost and expense responsibilities
- insurance coverage

Animal Control

. definitions

. By-laws, Acts, etc.

Hours of Animal Control

. service provision

. emergency service

. levels of service

. boundaries

. shelter hours

Animal Control in other Municipalities

. conditions of service

Level of Care (impounded animals)

. By-laws, Acts, etc.

Inspections

. responsibilities

. remuneration

Fees

. By-laws

. revenue arrangements

. record keeping

. reporting mechanisms

Licencing

. By-laws

. revenue arrangements

. record keeping

. reporting mechanisms

Public Health

. bite procedure ie., reports

. quarantine and observation

. liability for costs

Personnel

. number and categories

. scheduling or minimums

. standards

. cost responsibilities

Vehicles

. number and equipment

. personnel

. cost and expense responsibilities

. insurance

Record Keeping

. statistical and descriptive reports

. reporting mechanisms

Legal

. City and agent liabilities

Other

. Disposal arrangements

. Arbitrator

. Cost responsibilities

. By-law enforcement

. City purchasing

3.2 Animal Control Committee

What We Found

- The Toronto Humane Society has served consistently as the agent for the City's animal control function since the 1920's. The animal control service is one that is very visible to the citizenry. Animal control concerns are often expressed by constituents to their Ward aldermen. Indeed, the Residents' Attitude Towards City Services Survey conducted in 1981 indicated greater citizen dissatisfaction with animal control than any other City service.

- Considering the high public profile of the City's animal control service and the City's funding level of the service, the integrating mechanisms between the City and the Toronto Humane Society are small. There is a City alderman who is only one of sixteen Toronto Humane Society Directors. The Society is required to submit annual budget requests to the City's Budget Review Group.

- Outside these involvements the City has no way of influencing the policy and priorities or reviewing performance of the Toronto Humane Society with respect to animal control. There is no City group specifically assigned the responsibility of liaising with the Toronto Humane Society in order to monitor animal control.

- Another mechanism, in addition to the Toronto Humane Society Board of Directors, ought to be considered as a means for making policy recommendations, reviewing performance, and hearing citizen input on animal control.

- Recently, the City and Toronto Humane Society have established an Interim Management Committee as a temporary means for managing a period of difficulty and creating better integration between the two organizations.

- That Interim Management Committee could serve as a model for a standing Animal Control Committee, involving both the Toronto Humane Society and City representation.

Recommendations

3.2.1 That the City create an Animal Control Committee with the following responsibilities:

- to review and recommend animal control policy to City Council and the Toronto Humane Society;
- to review and recommend to Council criteria for euthanizing animals brought in under Animal Control, within the redemption period;
- to review and approve animal control related Toronto Humane Society reports prior to their submission to the City, including: Budget submissions, Toronto Humane Society annual workplans, performance reviews, and other matters pertaining to animal control as may be identified by City Council;
- to hear and review citizen complaints, and submissions on animal control;
- to coordinate animal control issues among City departments for City Council;
- to request information, and reports on animal control from the Toronto Humane Society through the General Manager;
- to undertake studies for City Council on animal control issues.

3.2.2 That the Animal Control Committee report to Council through the Neighbourhoods Committee.

3.2.3 That the Animal Control Committee membership consist of, two officers of the Toronto Humane Society, two City Officials (one being from the Department of Public Health), a citizen-at-large to be appointed by the City and the Toronto Humane Society, and a representative from the Toronto Academy of Veterinary Medicine.

3.2.4 That the Alderman on the Toronto Humane Society Board of Directors be an ex-officio member of the Animal Control Committee.

3.2.5 That the Toronto Humane Society Board of Directors provide status reports on each recommendation of the

present report to the Animal Control Committee, every six months following the report's approval.

4. MISCELLANEOUS

4.1 Security

What We Found

- Verbal reports that locked filing cabinets containing confidential documents relating to investigations has been broken into.
- Sensitive materials are not kept at the Toronto Humane Society because of this occurrence.
- The administrative area of the Toronto Humane Society is "open concept" and therefore open to access by any individual.

Rationale

- The confidential and legal nature of documentation related to investigation necessitates a system where security is not an issue. Access must be restricted to specific personnel.
- Other Toronto Humane Society business should also be so protected, especially given the open concept plan of the second floor.

Recommendations

4.1.1 That investigation documentation be stored in a tamper-resistant cabinet or safe.

4.1.2 That a policy be created to clearly define restrictions on access to this documentation to specified personnel, and under what conditions.

4.1.3 That overall security be assessed for the administrative area.

4.2 Purchasing

What We Found

- The Toronto Humane Society purchases all their own supplies, equipment, etc. Major expenditures (eg., vehicles, pet food, pharmaceutical supplies, printing) have not been subject to an established tender process.

. Discussions between City Purchasing Department and Toronto Humane Society officials indicate that there are likely efficiencies and economies of scale such as discounts, higher quality goods and preferred service by suppliers to be gained through the City becoming a Toronto Humane Society agent for purchasing.

Rationale

. There are two areas of benefit to the Toronto Humane Society with the City as a purchasing agent. The first is the efficiencies and economies of scale as mentioned above. The second is that with an outside objective and public purchasing agent, no members of the Society, its Board or staff can be alleged to have practised favouritism in purchasing goods or services for the Toronto Humane Society.

Recommendations

4.2.1 That the City of Toronto's Purchasing Department become a purchasing agent for the Toronto Humane Society.

4.2.2 That the City of Toronto's Commissioner of Purchasing and the Toronto Humane Society's General Manager take the steps necessary to ratify and implement the agreement outlined in 4.2.1.

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POOR

QUALITY

ORIGINAL